



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

May 6, 2003

VIA OVERNIGHT COURIER

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 7917-E **FILED**

MAY 7 '03 11-36AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) certified copies of the following fully executed document:

Bill of Sale dated as of May 1, 2003.

This is a secondary document, relating to the Lease of Railroad Equipment dated as of April 1, 1975 between TTX Company (f/k/a Trailer Train Company) and United States Trust Company, as trustee, which was filed and recorded under Recordation Number 7917-A on May 2, 1975.

Parties to this transaction are as follows:

TTX Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

General Electric Capital Corp. (Seller)
120 Long Ridge Road
Stamford, CT 06927

A general description of the equipment is as follows.

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'-4" Low level flatcars	FA	380	ETTX, GTTX, JTTX	850524-850917.
89'-4" Standard level flatcars	FA	380	FTTX, ITTX, JTTX, RTTX, TTGX, TTWX	255788-256083, 965565,965582, 965620-965667, 973801-973874.

Enclosed is our check for \$30.00 to cover filing fees.

Mr. Vernon A. Williams
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May 6, 2003

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,


A handwritten signature in cursive script, reading "Matthew J. Barton", followed by a horizontal line.

Enclosures
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TTX COMPANY
OFFICER'S CERTIFICATE

I, Anthony J. Barton, Assistant Treasurer of TTX Company, DO HEREBY CERTIFY that the attached documents are true and correct copies of the original, executed Bill of Sale, by and between TTX Company and General Electric Capital Corp.

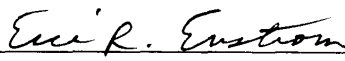
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 6th day of May, 2003.


Anthony J. Barton
Assistant Treasurer

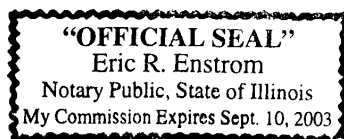
(Corporate Seal)

State of Illinois,)
) SS.:
County of Cook)

On this 6th day of May, 2003, before me personally appeared Anthony J. Barton, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.


Notary Public

(Notarial Seal)



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RECORDATION NO. 7917-E FILED

MAY 07 '03 11-36AM

SERVICE TRANSPORTATION BOARD

Bill of Sale

General Electric Capital Corporation (formerly known as General Electric Credit Corporation and hereinafter called the "Seller"), for valuable consideration paid by TTX Company, (hereinafter called the "Purchaser") at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Purchaser, its successors and assigns, its right, title and interest in the property described in Schedule A attached hereto.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to and in accordance with the provisions, terms and conditions of that certain Equipment Option Agreement dated as of September 29 1989, (the "Agreement") by and between General Electric Capital Corporation ("Owner") and the Purchaser.

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns that, as of the date hereof, the Seller has all legal title to the aforesaid property originally conveyed to it in connection with the Lease dated as of April 1, 1975 and good and lawful right to dispose of said property.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances arising by, under or through Seller or Owner, except for liens which Purchaser in its capacity as Lessee has the duty to discharge under the Lease as defined in the Agreement.

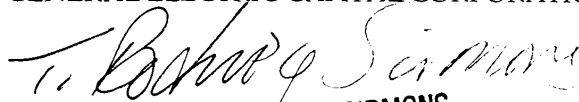
The Seller further covenants for itself, its successors and assigns that it will defend such title against all claims and demands by or in favor of any person claiming by, through, or under the Seller or Owner that arise from events occurring on or prior to the execution of the Bill of Sale, other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Lease as defined in the Agreement.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS". EXCEPT AS SET FORTH

HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this first day of May, 2003.

GENERAL ELECTRIC CAPITAL CORPORATION



Title T. RODNEY SIMONS
~~MANAGEMENT OPERATIONS~~

Acceptance constitutes acknowledgement by the Purchaser that the equipment is in every respect satisfactory to the Purchaser and that the Seller has performed its duties under the Agreement.

TTX COMPANY



Title J. H. Hannon
Vice President
Finance & Treasurer

**SCHEDULE A
TTX COMPANY
LEASE NO. 13
Remaining Equipment as of May 1, 2003**

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost per Car</u>	<u>Total Cost</u>
89'4", 70-ton capacity, standard draft gear, standard level flatcars.	Pullman	255788 - 255802	275	\$ 30,544.42	\$ 8,399,715.50
		255804 - 255822			
		255824 - 255833			
		255835 - 255858			
		255860			
		255862 - 255903			
		255905 - 255915			
		255917 - 255921			
		255923 - 255956			
		255958 - 255992			
		255995 - 256008			
		256010			
		256012 - 256017			
		256019 - 256021			
		256023 - 256026			
		256028 - 256042			
		256044 - 256067			
		256070 - 256076			
		256078 - 256080			
		256082 - 256083			
89'4", 70-ton capacity, hydraulic draft gear, low level flatcars.	Pullman	850524 - 850547	380	30,881.44	11,734,947.20
		850549 - 850556			
		850558 - 850648			
		850650 - 850660			
		850662 - 850704			
		850706 - 850710			
		850712 - 850715			
		850717 - 850726			
		850728 - 850732			
		850734 - 850747			
		850749 - 850756			
		850758 - 850762			
		850764 - 850785			
		850787 - 850898			
		850900 - 850917			
89'4", 70-ton capacity, hydraulic draft gear, standard level flatcars.	Pullman	973801 - 973807	69	35,327.34	2,437,586.46
		973809			
		973811 - 973825			
		973827 - 973828			
		973830 - 973862			
		973864 - 973874			
89'4", 70-ton capacity, hydraulic draft gear, standard level flatcars.	Bethlehem	965628 - 965634	14	28,771.35	402,798.90
		965636 - 965637			
		965640 - 965642			
		965648 - 965649			
89'4", 70-ton capacity, hydraulic draft gear, standard level flatcars.	Bethlehem	965565	5	28,883.15	144,415.75
		965582			
		965620 - 965622			
89'4", 70-ton capacity, hydraulic draft gear, saddle back flatcars.	Bethlehem	965656 - 965667	12	35,821.35	429,856.20
		965623 - 965627	5	35,933.15	179,665.75
Total			760		\$23,728,985.76